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UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

THREE PIRATES LLC, DBA POINT
BLANK DISTRIBUTING, an Oregon
company,

Plaintiff,

v.

SHELTON BROTHERS, INC., a
Massachusetts corporation, and VINUM
WINE IMPORTING AND DISTRIBUTING,
LLC, an Oregon limited liability company,

Defendants.

Case No. 3:16-cv-1054

AMENDED DECLARATION OF CONNOR
BOYD SUPPORTING DEFENDANT
SHELTON BROTHERS' MOTION TO
TRANSFER VENUE OR, IN THE
ALTERNATIVE, STAY

(REPLACES DKT. 5-2)

1. I am over the age of 18, and am competent to testify and make these averments from my own knowledge and observations.

2. I am an in house counsel at Shelton Brothers, Inc. ("Shelton Brothers"). As a Shelton Brothers employee since September 2015, I have personal knowledge of Shelton Brothers' current business operations as well as general knowledge of the procedural history and filings in this case.

3. Shelton Brothers is a Massachusetts corporation that primarily imports beer from foreign breweries and sells it to domestic wholesale distributors from its principal office in

Massachusetts.

4. Point Blank is an Oregon Liquor Control Commission (“OLCC”) licensed Oregon wholesale distributor that from 2005 to 2015 purchased Shelton Brothers’ products in Massachusetts and other leased warehouse locations outside of Oregon for exclusive import and distribution into Oregon. *See* Second Amended Complaint attached as Exhibit A, ¶¶ 13 – 18.

5. Effective September 22, 2005, the parties entered into a Wholesale Malt Beverage Sub-Distribution Agreement. The commercial relationship between the parties continued to entirely consist of offer and acceptance commercial sales, with Shelton Brothers based in Massachusetts, and Oregon-based Point Blank primarily purchasing from Shelton Brothers’ warehouses free on board (“FOB”) outside of Oregon. *Id.*

6. Despite healthy growth in Shelton Brothers’ sales across the U.S., Point Blank’s purchases fell well below those of Shelton Brothers similarly situated wholesale distributors in other states. Point Blank paid invoices late and entirely failed to pay some invoices. *Id.* at ¶¶ 19 – 22.

7. In August 2015, Shelton Brothers sought to terminate the parties’ commercial relationship and provided Point Blank notice of intent to terminate. *Id.* at ¶ 20.

8. On September 1, 2015, Shelton Brothers withdrew the August 7th Notice and provided Point Blank with the requisite OLCC Notice of Intent to Terminate; on September 4, 2015, Shelton Brothers filed its first amended complaint. *Id.* at ¶ 29.

9. On March 9, 2016, Shelton Brothers filed its second amended complaint in the US District Court in Massachusetts, a true copy of which is attached as Exhibit A.

10. On May 20, 2016, Point Blank filed its second Motion to Dismiss and, in the Alternative, for Change of Venue in the Massachusetts Lawsuit. A true copy is attached as Exhibit B.

11. I declare under penalty of perjury under the laws of the State of Massachusetts and the United States of America that, to the best of my knowledge, the foregoing is true and correct.

Executed on: June 25, 2016, in Belchertown, Massachusetts.

/s/ Connor Boyd

Connor Boyd

Proof of Service

By signing below, I certify that I served the foregoing submission on the parties listed below by CM/ECF filing.

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Dated: June 27, 2016

/s/ Joseph A. Field
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